

**EXHIBIT A**

**PROPOSED ORDER**

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

**In re:**

**THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,  
as representative of**

**THE COMMONWEALTH OF PUERTO RICO, et al.,  
Debtors<sup>1</sup>**

**PROMESA  
TITLE III  
Case No. 17-BK-3283 (LTS)  
  
(Jointly Administered)**

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**In re:**

**THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,  
as representative of**

**THE PUERTO RICO ELECTRIC POWER AUTHORITY  
Debtor**

**PROMESA  
TITLE III  
Case No. 17-BK-4780 (LTS)  
  
(Jointly Administered)  
  
Court Filing Relates Only to  
PREPA and Shall Only be Filed  
in Case No. 17-BK-4780 (LTS)  
and Main Case 17-BK-3283 (LTS)**

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**ORDER GRANTING RELIEF FROM THE AUTOMATIC STAY FOR CAUSE TO  
ALLOW PAN AMERICAN GRAIN CO., INC. TO EXECUTE SET-OFF**

Upon the Motion for Relief from Stay filed by Movant, Pan American Grain Co. Inc., to  
execute set-off with Title III Debtor, the Puerto Rico Electric Power Authority, PREPA, (the

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566- LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Motion), and the Court having found it has subject matter jurisdiction over this matter under section 306(a) of PROMESA; and it appearing that venue is proper under section 307(a) of PROMESA; and the Court having found that the relief from stay requested by Movant, is in the best interests of PREPA, and its creditors, and other parties in interest; and the Court having found Movant properly noticed the Motion and has timely filed the Certification of Service attaching the list of parties that have received notice and no further notice is required; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish cause for relief from the automatic stay to execute set-off; and that objections to the relief from stay have been overruled; upon deliberation and finding cause for relief from stay to execute set-off, IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. Movant, Pan American Grain Co. Inc., is granted relief from the automatic stay to execute set-off with Title III Debtor, the Puerto Rico Electric Power Authority.
3. This Order grants and allows Pan American to collect its claim by the set-off with PREPA and also allows PREPA to collect its claim from the set-off with Pan American.
4. It is further ordered and allowed that PREPA will receive a cash payment from Pan American for any outstanding balance for the pre-petition power services up to June 13, 2017, for account number 0794222000 at the Corujo location, after the set-off is executed.
5. PREPA will immediately comply with all of the requirements from Pan American to execute the set-off relief granted in this Order.

6. This Court shall retain exclusive jurisdiction over all matters to enforce, interpret, and execute this Order.

Dated: \_\_\_\_\_, 2018

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HONORABLE LAURA T. SWAIN  
UNITED STATES DISTRICT JUDGE